



TISA Exchange Limited

WHISTLE-BLOWING POLICY

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TISA EXCHANGE LIMITED
WHISTLE-BLOWING POLICY

1. INTRODUCTION

- 1.1 This whistle-blowing policy (the "**Whistle-Blowing Policy**") provides a summary description of the obligations which are contained in the Contract Terms and the By-Laws on the members of TISA Exchange Limited ("**TeX**") to disclose information to TeX in certain circumstances. It is to be read in conjunction with the Contract Terms, the By-Laws and the Glossary all of which will take precedence over this summary policy in accordance with Clause 3.3 of the By-laws. In this Whistle-Blowing Policy, capitalised terms have the meanings given to them in the Glossary and the principles of interpretation set out in Clause 2 of the By-laws also apply to this Whistle-Blowing Policy.
- 1.2 This policy is not an alternative or a replacement for whistle-blowing policies which each Party should establish in order to ensure its own compliance with its regulatory and legal obligations.
- 1.3 This policy does not require any Member or TeX to disclose anything which would place it in breach of any Applicable Law (for example provisions against "Tipping Off" in respect of suspicious activity reporting). In such circumstances a failure by a Member or TeX to disclose something that would otherwise be caught under the provisions of this policy does not constitute a breach of the terms of this policy.

2. GENERAL OBLIGATIONS ON MEMBERS TO REPORT MATTERS TO REGULATORS AND LAW ENFORCEMENT AGENCIES

- 2.1 Each of the Members recognises that, aside from the obligations described in this policy which arise from the Contract Terms and the By-Laws, it and its staff may also have its own obligations to disclose information about itself, TeX, and about every other Member to regulatory bodies which regulate it, for example, the FCA under its Principles and Rules.
- 2.2 In addition, each of the Members and its staff may, in the event of a suspicion of financial crime or fraud, be obliged to provide information about itself, TeX, and/or other Members to the National Crime Agency, the Police or other Regulator or law enforcement agency (whether in the UK or abroad).
- 2.3 Each Member accepts that it is its obligation to ensure that its staff are aware of their obligations to report matters to Regulators, the National Crime Agency, the Police or any other relevant law enforcement agency. Each Member also accepts that it is its obligation to ensure that it provides appropriate information to its staff about their rights and obligations under the Public Interest Disclosure Act 1998, the Employment Rights Act 1996 and any analogous employment laws in other jurisdictions.

3. MEMBERS' SPECIFIC OBLIGATIONS TO REPORT MATTERS ABOUT THEMSELVES TO TEX

- 3.1 Each Member (other than TISA) is obliged to inform TeX in writing immediately and in any event within two Business Days of the date on which the Member:
- 3.1.1 ceases to be authorised or (if established in the EEA but outside the United Kingdom) recognised by the FCA for any and/or all of the activities required for such Member's then-current participation in the Contract Club; or
- 3.1.2 otherwise ceases to satisfy any and/or all of the criteria for participation in the Contract Club as may be varied from time to time.

3.2 Each Member (other than TISA) is also obliged to inform TeX in writing immediately, and in any event within two Business Days of the date when the Member becomes aware (or should first reasonably have been aware) of any suspension or termination of, or any condition imposed on, or other change in relation to, any authorisation, recognition, permission and/or approval granted to such Member by the FCA or any other Regulator.

4. **MEMBERS' SPECIFIC OBLIGATIONS TO REPORT MATTERS ABOUT OTHER MEMBERS TO TEX**

4.1 A Member (other than TISA) (each such Member being the "**Notifying Member**") must notify TeX in writing immediately if the Notifying Member:

4.1.1 becomes aware of any suspension or termination of, or any condition imposed on, or other change in relation to, any authorisation, recognition, permission and/or approval granted to another Member (other than TISA) by the FCA or any other Regulator which in each case is not required to be notified pursuant to Paragraph 3.1 and is not reflected in the Register of Members;

4.1.2 has legitimate reason to believe that an Instruction has not been authorised by the Customer;

4.1.3 becomes aware of an issue or event affecting or involving another Member that gives rise to a legitimate concern:

(a) about the Notifying Member's ability to trust another Member and to rely on the veracity of an Instruction from that other Member;

(b) that dealing with or continuing to deal with another Member would have a negative impact on the reputation of the Notifying Member or that of its Group; and/or

(c) that dealing with or continuing to deal with another Member is likely to put the Notifying Member in breach of Applicable Law and/or would give rise to a right for a Regulator to impose a regulatory fine or sanction on the Notifying Member.

4.2 All disputes about the legitimacy of a notification by one Member about another Member must be resolved in accordance with the Dispute resolution provisions in the Membership Agreement.

5. **PROCEDURE FOR MAKING A NOTIFICATION TO TEX**

5.1 Notifications made under this policy must be made to TeX:

5.1.1 in writing and marked for the attention of the TeX Administrator; and

5.1.2 headed "Notification of Relevant Circumstances".